

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

THORMUND A. MILLER
VICE PRESIDENT AND GENERAL COUNSEL

RECORDATION NO. 8541-7
MAY 20 1988-11 12 AM

JOHN J. CORRIGAN
GENERAL SOLICITOR
DOUGLAS E. STEPHENSON
JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEYS

May 19, 1988

INTERSTATE COMMERCE COMMISSION

ROBERT S. BOGASON
LOUIS P. WARCHOT
WILLIAM E. SAUL
DAVID W. LONG
CAROL A. HARRIS
LELAND E. BUTLER
GENERAL ATTORNEYS

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INTERSTATE COMMERCE COMMISSION

HAROLD S. LENTZ
GARY A. LAAKSO
JONATHAN M. FIL
DORENE M. CURTIS
STEPHEN A. ROBERTS
JAMES M. EASTMAN
JOSEPH G. SULLIVAN
ASSISTANT GENERAL ATTORNEYS

DAVID B. BURNETT
ROBERT E. PATTERSON
ATTORNEYS
WRITER'S DIRECT DIAL NUMBER
(415) 541-1754

VIA AIR COURIER

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28297 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 68

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of May 5, 1988, creating Southern Pacific Transportation Company Equipment Trust, Series 68, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of October 15, 1976, recorded on October 29, 1976, at 2:35 PM, assigned Recordation No. 8541;

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Supplement to Equipment Trust Agreement dated as of June 1, 1977, recorded on July 22, 1977, at 3:30 PM, assigned Recordation No. 8541-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 17, 1979, at 1:20 PM, assigned Recordation No. 8541-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 12, 1982, at 1:00 PM, assigned Recordation No. 8541-C;

Fourth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8541-D;

Fifth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 8541-E;

Sixth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8541-F;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8541-G;

Seventh Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8541-H; and

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8541-I.

In connection with the recording of the Eighth Supplement and Assignment and Transfer, each dated as of May 5, 1988, to the Equipment Trust Agreement dated as of October 15, 1976, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

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Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Eighth Supplement:

<u>Number of Units</u>	<u>Description</u>
4	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 2873, 3190, 3857 and 4424; GRIP dates - February 1977, August 1977, October 1977 and May 1977, respectively.

General Description of the Equipment Covered by the
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
19	100-ton Box Cars; PACCAR, Inc., builder; lettered SP and numbered 656237, 656240, 656252, 656257, 656262, 656266, 656284, 656287, 646317, 656320, 656329, 656337, 656353, 656357, 656365, 656370, 656380, 656396 and 656412.
1	100-ton Box Car; FMC Corporation, builder; lettered SP and numbered 605560.

When the recording of the Eighth Supplement and Assignment
and Transfer have been completed, will you kindly endorse, with
the pertinent recording information, all executed counterparts

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thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis P. Warchot".

Louis P. Warchot
General Attorney

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

8541-9
RECORDING NO. _____ FILE NO. _____

MAY 20 1988 11 42 AM

===== INTERSTATE COMMERCE COMMISSION =====

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 68

EIGHTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of May 5, 1988

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifth day of May, 1988, between First Pennsylvania Bank, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of October 15, 1976, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 68 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the unsuitable railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 68, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
4	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 2873, 3190, 3857 and 4424; GRIP dates - February 1977, August 1977, October 1977 and May 1977, respectively.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Eighth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

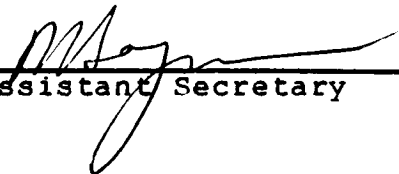
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

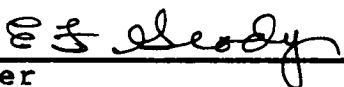
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
CITY AND COUNTY OF PHILADELPHIA) ss.

On this 17th day of May, 1988, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires July 2, 1990

